

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Objection Deadline: July 14, 2023 at 5:00 p.m. (ET)

Hearing Date: Only in the event necessary

**SUMMARY OF COMBINED FIFTH MONTHLY APPLICATION OF
ARENTFOX SCHIFF LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR INTERIM ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM APRIL 1, 2023 THROUGH MAY 31, 2023**

Name of Applicant:

ArentFox Schiff LLP

Authorized to Provide
Professional Services to:

Official Committee of Unsecured Creditors

Date of Retention:

January 8, 2023 (*nunc pro tunc* to December 15,
2022)

Period for which Compensation
and Reimbursement are sought:

April 1, 2023 through May 31, 2023

Amount of Compensation sought as
actual, reasonable, and necessary:

\$24,151.50

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary:

\$0.00

This is a(n): X monthly interim final application

The total time expended for fee application preparation is approximately 22 hours and the corresponding compensation requested is approximately \$9,793.00.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors' mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

PRIOR MONTHLY FEE APPLICATIONS FILED

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	Amount of Holdback
02/14/23	12/15/22 – 12/31/22	\$112,517.50	\$959.67	\$90,014.00	\$959.67	\$22,503.50
02/14/23	01/01/23 – 01/31/23	\$192,305.00	\$1,299.65	\$153,844.00	\$1,299.65	\$38,461.00
04/13/23	02/01/23 – 02/28/23	\$56,905.00	\$0.00	\$45,524.00	\$0.00	\$11,381.00
04/28/23	03/01/23 – 03/31/23	\$21,619.50	\$0.00	\$17,295.60	\$0.00	\$4,323.90

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Objection Deadline: July 14, 2023 at 5:00 p.m. (ET)

Hearing Date: Only in the event necessary

**COMBINED FIFTH MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM APRIL 1, 2023 THROUGH MAY 31, 2023**

ArentFox Schiff LLP (“ArentFox Schiff”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Winc, Inc. (“Winc”) and its debtor affiliates (collectively, the “Debtors”), hereby submits its combined fifth monthly application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the District of Delaware (the “Local Rules”), (iv) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 126] (the “Compensation Order”), and (v) the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”) for interim allowance of compensation for services rendered in the aggregate amount of \$24,151.50 and for reimbursement of actual and necessary expenses incurred by ArentFox Schiff in

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

connection therewith in the amount of \$0.00 for the period from April 1, 2023 through May 31, 2023 (the “Compensation Period”). In support of this Application, ArentFox Schiff respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the “Amended Standing Order”). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are Bankruptcy Code sections 1103 and 330, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On December 1, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On December 12, 2022, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee and, on December 15, 2022, the Committee selected ArentFox Schiff as its counsel.

6. On February 8, 2023, the Court approved the retention of ArentFox Schiff as counsel to the Committee *nunc pro tunc* to December 15, 2022 [Docket No. 229].

RELIEF REQUESTED

7. By this Application, ArentFox Schiff seeks (i) interim allowance and award of compensation for the professional services rendered by ArentFox Schiff as attorneys during the Compensation Period in the amount of \$24,151.50, representing 24.4 hours of professional services and 20.6 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by ArentFox Schiff during the Compensation Period in connection with the rendition of such professional and paraprofessional services in the amount of \$0.00.

8. ArentFox Schiff seeks payment of 80% of its fees (\$19,321.20) and 100% of its expenses (\$0.00) relating to services rendered during the Compensation Period.

9. As stated in the Declaration of George P. Angelich, Esq. (the “Angelich Declaration”), annexed hereto as **Exhibit A**, all services for which compensation is requested by ArentFox Schiff were performed for or on behalf of the Committee.

10. ArentFox Schiff has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application for the Compensation Period. There is no agreement or understanding between ArentFox Schiff and any persons other than the partners of ArentFox Schiff for the sharing of compensation to be received for services rendered in these cases.

SUMMARY OF SERVICES RENDERED

11. This Application provides a brief summary of the services rendered by ArentFox Schiff on behalf of the Committee during the Compensation Period by category. While it is not possible or practical to describe each and every activity undertaken by ArentFox Schiff, ArentFox Schiff has maintained contemporaneous time records, which include a detailed chronology of the daily services rendered describing the precise nature of the work, the specific

tasks performed, and the time expended by each attorney and paraprofessional. A copy of the time records for the Compensation Period is annexed hereto as **Exhibit B.**² A breakdown of the hours and fees by attorney and paraprofessional is annexed hereto as **Exhibit C.**

12. A schedule setting forth the number of hours expended by ArentFox Schiff professionals in each of the project categories utilized in these cases, and the aggregate fees associated with each category is attached hereto as **Exhibit D.**

A. Case Management and Operating Reports

Fees: \$758.00 Total Hours: 1.90

13. This category includes time expended by ArentFox Schiff on a variety of activities relating to day-to-day management and prosecution of the chapter 11 cases. Services rendered in this project category during the Compensation Period include, among other things, calendaring of critical dates and hearing registration.

B. Committee and Debtor Communications, Conference

Fees: \$3,197.00 Total Hours: 4.70

14. The Committee's professionals held regular meetings to discuss and consider strategy in connection with the Debtors' cases as well as to ensure efficient administration and avoid duplication. These meetings involved considerable preparatory work regarding agendas, task lists and follow-up discussions and meetings. Furthermore, ArentFox Schiff and the other Committee professionals were in regular contact with the Debtors' professionals regarding upcoming issues and how they may be efficiently resolved.

² ArentFox Schiff may redact from its invoices certain descriptions of services that are confidential or privileged. To the extent ArentFox Schiff includes a redacted invoice in this Application, it will provide an un-redacted version to the U.S. Trustee and for *in camera* inspection by the Court.

C. Creditor Inquiries

Fees: \$602.00 Total Hours: 0.70

15. In connection with this category of services, ArentFox Schiff recorded a small amount of time spent communicating with certain creditors who reached out with questions concerning their claims against the Debtors, their treatment under the Debtors' plan of liquidation, and the voting process.

D. Sale and Disposition of Assets

Fees: \$674.00 Total Hours: 0.90

16. During the Compensation Period, ArentFox Schiff reviewed materials related to sale costs and their treatment.

E. Claims Administration and Objections

Fees: \$58.00 Total Hours: 0.20

17. During the Compensation Period, ArentFox Schiff reviewed and analyzed governmental claims filed to date.

F. Miscellaneous Motions and Objections

Fees: \$66.00 Total Hours: 0.10

18. During the Compensation Period, ArentFox Schiff prepared for providing the Court with a general update as to case status at a scheduled hearing on various fee applications and related matters.

G. Professional Retention

Fees: \$1,143.50 Total Hours: 2.80

19. During the Compensation Period, ArentFox Schiff spent time preparing supplemental disclosures in support of its retention application, which application was approved

in January 2023. ArentFox Schiff reviewed its internal records and engaged in internal and external correspondence concerning its duties for disclosure.

H. Fee Applications

Fees: \$9,793.00 Total Hours: 22.00

20. During the Compensation Period, ArentFox Schiff prepared its third, fourth and fifth monthly fee applications and its first interim fee application. Preparation of these documents required reviewing and revising ArentFox Schiff's invoices for services, extensive internal communication, and communications with the Committee's other professionals with respect to the timing for filing.

I. Disclosure Statement and Plan Matters and Solicitation

Fees: \$7,860.00 Total Hours: 11.70

21. During the Compensation Period, ArentFox Schiff continued to revise its comments to drafts of the Debtors' plan and disclosure statement, and a Liquidation Trust Agreement. ArentFox Schiff engaged in extensive review of the proposed terms of the draft disclosure statement and plan following the Debtors' reversions on prior comments, including certain tax treatment issues, and held internal discussions and discussions with local counsel concerning the same and how such terms would impact creditors. ArentFox Schiff then engaged in discussions, both over phone and e-mail, with Debtors' counsel concerning consensual resolutions to the same.

STATUTORY BASIS FOR COMPENSATION

22. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016. ArentFox Schiff seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Committee during the Compensation Period.

23. Section 331 of the Bankruptcy Code permits professionals employed by the Bankruptcy Court to apply for interim compensation under the standards set forth in section 330. Section 330(a)(1) of the Bankruptcy Code allows for the following: “(A) reasonable compensation for actual, necessary services rendered by . . . [an] attorney and by any paraprofessional person employed by such [attorney]; and (B) reimbursement for actual, necessary expenses.”

24. Section 330(a)(3)(A) of the Bankruptcy Code provides that,

[i]n determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [Title 11]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed . . . and (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title [11].

11 U.S.C. § 330(a)(3).

25. Congress intended that bankruptcy attorneys be compensated at the market rate for comparable services in non-bankruptcy cases. *See In re Ames Dep’t Stores, Inc.*, 76 F.3d 66, 71 (2d Cir. 1996) (citing *In re UNR Indus., Inc.*, 986 F.2d 207, 208–09 (7th Cir. 1993)); see also *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 21–22 (Bankr. S.D.N.Y. 1991) (Conrad, J.). The policy of section 330 is to ensure that qualified attorneys will “not be deterred from taking bankruptcy cases due to a failure to pay adequate compensation.” *Ames Dep’t Stores*, 76 F.3d at 72 (citing *UNR Indus.*, 986 F.2d at 210).

26. As demonstrated in ArentFox Schiff’s time records for the Compensation Period, the services were performed efficiently and effectively and were done at the request of the Committee in furtherance of the fiduciary obligations or statutory duty of the Committee and

were necessary and beneficial to the bankruptcy estates. ArentFox Schiff believes that the foregoing rates for the services rendered are in accord with the market rates that the majority of law firms charge their clients for such services.

ACTUAL AND NECESSARY EXPENSES

27. During the Compensation Period, ArentFox Schiff incurred \$0.00 in expenses on behalf of the Committee. While representing the Committee in these cases, ArentFox Schiff will limit its photocopying expenses to \$.10 per page for black and white copies and \$.80 for color copies and its charges for out-going facsimile transmissions to \$1.00 per page, in accordance with the Local Rules.

28. It is ArentFox Schiff's policy to charge its clients in all areas of practice for expenses incurred in connection with their clients' cases. The expenses charged to clients include, among other things, telecommunications, express mail, messenger services, photocopying costs, travel expenses, working meals, computerized research, and transcription costs. ArentFox Schiff will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to ArentFox Schiff's other clients. ArentFox Schiff believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. In providing a reimbursable expense, ArentFox Schiff does not make a profit on that expense, whether the service is performed by ArentFox Schiff in-house or through a third party.

29. ArentFox Schiff believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, ArentFox Schiff believes that such charges are in accordance with the guidelines of the American Bar Association ("ABA"), as set

forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges

NOTICE

30. ArentFox Schiff has served this application in accordance with the Interim Compensation Order and the Bankruptcy Local Rules. ArentFox Schiff submits that no further notice is required.

NO PRIOR REQUEST

31. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, ArentFox Schiff respectfully requests that the Court:

(a) approve, on an interim basis, the allowance of \$24,151.50 for compensation for professional services rendered to the Committee during the period from April 1, 2023 through and including May 31, 2023;

(b) approve the reimbursement of ArentFox Schiff's out-of-pocket expenses incurred in connection with the rendering of such services during the period from April 1, 2023 through and including May 31, 2023, in the amount of \$0.00; and

(c) authorize and direct the Debtors to immediately pay to ArentFox Schiff the amount of \$19,321.20, which is equal to the sum of 80% of ArentFox Schiff's fees and 100% of ArentFox Schiff's expenses incurred during the Compensation Period.

Dated: June 24, 2023
Bear, Delaware

By: /s/ Mark T. Hurford
Mark T. Hurford (DE No. 3299)
A.M. SACCULLO LEGAL, LLC
27 Crimson King Drive
Bear, DE 19701
Telephone: (302) 836-8877
Facsimile: (302) 836-8787
Email: Mark@saccullolegal.com

-and-

George P. Angelich (*pro hac vice*)
ARENTFOX SCHIFF LLP
1301 Avenue of the Americas, 42nd Floor
New York, New York 10019
Telephone: (212) 484-3900
Facsimile: (212) 484-3990
Email: George.Angelich@afslaw.com

Justin A. Kesselman (*pro hac vice*)
James E. Britton (*pro hac vice*)
ARENTFOX SCHIFF LLP
The Prudential Tower
800 Boylston Street, 32nd Floor
Boston, MA 02199
Telephone: (617) 973-6102
Email: Justin.Kesselman@afslaw.com
James.Britton@afslaw.com

*Counsel for the Official Committee of
Unsecured Creditors*

EXHIBIT A

ANGELICH DECLARATION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**DECLARATION OF GEORGE P. ANGELICH IN SUPPORT OF
COMBINED FIFTH MONTHLY APPLICATION OF ARENTFOX SCHIFF LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING
THE PERIOD FROM APRIL 1, 2023 THROUGH MAY 31, 2023**

I, George P. Angelich, declare under penalty of perjury:

1. I am a partner in the New York office of ArentFox Schiff LLP (“ArentFox Schiff”), a law firm which employs approximately 670 attorneys and maintains an office for the practice of law at 1301 Avenue of the Americas, 42nd Floor, New York, NY, as well as offices in Washington, DC; Los Angeles, CA; San Francisco, CA; Boston, MA; Chicago, IL; Lake Forest, IL; and Ann Arbor, MI.

2. I read the *Combined Fifth Monthly Fee Application of ArentFox Schiff LLP, Counsel for the Official Committee of Unsecured Creditors, for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period from April 1, 2023 through May 31, 2023* (the “Application”)² filed contemporaneously herewith. To

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

the best of my knowledge, information and belief, the statements contained in the Application are true and correct.

3. In addition, I reviewed the *Local Rules of Bankruptcy Procedure for the District of Delaware* (the “Local Rules”), and believe this Application complies with Rule 2016-2 of the Local Rules and with the *Guidelines for Reviewing Applications for Compensation Filed Under 11 U.S.C. § 330*, effective May 17, 1996 (the “Guidelines”).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on June 24, 2022, in New York, New York.

By: /s/ George P. Angelich
George P. Angelich

EXHIBIT B

INVOICES



Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2234557
Invoice Date 05/31/2023
Client Number 044409

For Professional Services Rendered Through: April 30, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00002	Case Management and Operating Reports	1.10	445.50
00005	Committee and Debtor Communications, Conference Calls and	2.50	1,745.00
00007	Creditor Inquiries	0.70	602.00
00008	Sale and Disposition of Assets	0.90	674.00
00013	Professional Retention	2.80	1,143.50
00014	Fee Applications	19.60	8,755.00
00016	Disclosure Statement and Plan Matters and Solicitation	4.50	3,310.00
	Totals	32.10	16,675.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2234557

Page 2

May 31, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
George P. Angelich	4.50	860.00	3,870.00
Justin Kesselman	4.60	660.00	3,036.00
<u>Associate</u>			
James E. Britton	5.40	570.00	3,078.00
Blended Rate for Attorneys: \$688.55			
<u>Paralegal</u>			
Lisa A. Indelicato	13.80	405.00	5,589.00
Alyssa Fiorentino	3.80	290.00	1,102.00
Totals	32.10		16,675.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00002 Case Management and Operating Reports
 May 31, 2023

Invoice Number 2234557
 Page 3

For Professional Services Rendered Through: April 30, 2023

Re: Case Management and Operating Reports

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/04/23	Lisa A. Indelicato	Review docket and calendar critical dates.	0.60	243.00
04/19/23	Lisa A. Indelicato	Review docket and calendar critical dates.	0.50	202.50
		Fee Total	1.10	\$445.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Lisa A. Indelicato	1.10	405.00	445.50
Timekeeper Summary Total	1.10		445.50

Current Fees \$445.50

Subtotal For This Matter \$445.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 May 31, 2023

Invoice Number 2234557

Page 4

For Professional Services Rendered Through: April 30, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/03/23	George P. Angelich	Review draft committee update.	0.30	258.00
04/03/23	James E. Britton	Review and analyze filings and invoices (0.2) and draft update to committee RE same (0.3).	0.50	285.00
04/05/23	Justin Kesselman	Emails with A. Miellke (0.3), and M. Jobe (.4).	0.70	462.00
04/11/23	Justin Kesselman	Attn to email from A Miellke with Plan rev.	0.30	198.00
04/12/23	George P. Angelich	Review issues and scheduling of interim fee hearing.	0.40	344.00
04/25/23	Justin Kesselman	Email to A Miellke.	0.20	132.00
04/28/23	Justin Kesselman	Email from A Miellke	0.10	66.00
Fee Total			2.50	\$1,745.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.70	860.00	602.00
Justin Kesselman	1.30	660.00	858.00
James E. Britton	0.50	570.00	285.00
Timekeeper Summary Total	2.50		1,745.00

Current Fees \$1,745.00

Subtotal For This Matter \$1,745.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00007 Creditor Inquiries
 May 31, 2023

Invoice Number 2234557

Page 5

For Professional Services Rendered Through: April 30, 2023

Re: Creditor Inquiries

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/28/23	George P. Angelich	Follow up re Continuum late claim.	0.70	602.00
		Fee Total	0.70	\$602.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.70	860.00	602.00
Timekeeper Summary Total	0.70		602.00

Current Fees \$602.00

Subtotal For This Matter \$602.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 May 31, 2023

Invoice Number 2234557
 Page 6

For Professional Services Rendered Through: April 30, 2023

Re: Sale and Disposition of Assets

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/04/23	George P. Angelich	Review postpetition pre-close invoice issue from Amass.	0.40	344.00
04/05/23	Justin Kesselman	Review materials related to shifting sale costs.	0.50	330.00
Fee Total			0.90	\$674.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.40	860.00	344.00
Justin Kesselman	0.50	660.00	330.00
Timekeeper Summary Total	0.90		674.00

Current Fees	\$674.00
Subtotal For This Matter	\$674.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00013 Professional Retention
 May 31, 2023

Invoice Number 2234557

Page 7

For Professional Services Rendered Through: April 30, 2023

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/06/23	Alyssa Fiorentino	Teams Meeting re: supplemental declaration (0.4); Preparation of supplemental declaration (1.1).	1.50	435.00
04/06/23	George P. Angelich	Review draft supplement.	0.40	344.00
04/06/23	Lisa A. Indelicato	Review and revise Supplemental 2014 Declaration (.5); meeting with G. Angelich and A. Fiorentino regarding same (.4).	0.90	364.50
Fee Total			2.80	\$1,143.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.40	860.00	344.00
Lisa A. Indelicato	0.90	405.00	364.50
Alyssa Fiorentino	1.50	290.00	435.00
Timekeeper Summary Total	2.80		1,143.50

Current Fees	\$1,143.50
Subtotal For This Matter	\$1,143.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00014 Fee Applications
 May 31, 2023

Invoice Number 2234557
 Page 8

For Professional Services Rendered Through: April 30, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/07/23	Lisa A. Indelicato	Draft third monthly fee application for the month of February (1.6); review February and March invoices for compliance with the guidelines (.7); internal discussions re same (.5); research deadline to file interim fee application (.2); calendar deadlines (.2).	3.20	1,296.00
04/10/23	Lisa A. Indelicato	Review March invoice (.2); internal discussions regarding same (.2); update fee summary (.4); review combined info only invoice needed for preparation of fee application (.3); internal discussions regarding same (.5); internal emails regarding payments received (.2); draft and circulate first interim fee application (3.1).	4.80	1,944.00
04/11/23	Alyssa Fiorentino	Discussions with J. Britton re: monthly fee application and draft interim fee application.	0.30	87.00
04/11/23	James E. Britton	Correspondence RE: preparation of monthly and interim fee applications (0.2); review and analyze invoice for February (0.3) and revise February monthly fee application (0.9); review and analyze draft of first interim fee application (0.5).	1.90	1,083.00
04/12/23	Alyssa Fiorentino	Discuss and prepare/finalize third monthly fee application and first interim fee application.	1.70	493.00
04/12/23	James E. Britton	Correspondence RE: monthly and interim fee applications (0.2); review and analyze invoice (0.1); phone call with A. Fiorentino RE fee applications (0.2); review fee applications (0.2).	0.70	399.00
04/13/23	Alyssa Fiorentino	Discussions with J. Britton re: monthly and interim fee applications.	0.10	29.00
04/13/23	James E. Britton	Review and revise fee applications (0.2); correspondence RE: fee applications (0.2).	0.40	228.00
04/14/23	Alyssa Fiorentino	Calendar upcoming dates/deadlines re:	0.10	29.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00014 Fee Applications
 May 31, 2023

Invoice Number 2234557
 Page 9

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		monthly and interim fee applications.		
04/19/23	Alyssa Fiorentino	Discussions re: March monthly fee application.	0.10	29.00
04/19/23	James E. Britton	Review and analyze March invoice (0.2); correspondence RE: invoice and March fee application (0.2).	0.40	228.00
04/19/23	Lisa A. Indelicato	Draft monthly fee application for March (2.4); determine status of invoice (.3); review same (.2).	2.90	1,174.50
04/20/23	Lisa A. Indelicato	Review revised invoice for March (.1); finish drafting monthly fee application for March (.8).	0.90	364.50
04/21/23	James E. Britton	Review and revise March fee application and invoice (0.6); review AMS March invoice (0.2); review CR March invoice (0.2).	1.00	570.00
04/25/23	George P. Angelich	Review MORs.	0.60	516.00
04/26/23	James E. Britton	Review fee applications and invoices (0.1) and correspondence RE: preparation and filing of same (0.2).	0.30	171.00
04/27/23	James E. Britton	Correspondence RE: fee application filing (0.2).	0.20	114.00
Fee Total			19.60	\$8,755.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.60	860.00	516.00
James E. Britton	4.90	570.00	2,793.00
Lisa A. Indelicato	11.80	405.00	4,779.00
Alyssa Fiorentino	2.30	290.00	667.00
Timekeeper Summary Total	19.60		8,755.00

Current Fees \$8,755.00
Subtotal For This Matter \$8,755.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00016 Disclosure Statement and Plan Matters and Solicitation
 May 31, 2023

Invoice Number 2234557
 Page 10

For Professional Services Rendered Through: April 30, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
04/14/23	Justin Kesselman	Review of plan and disclosure statement revisions, and circulate comments.	1.80	1,188.00
04/25/23	George P. Angelich	Review draft plan.	1.70	1,462.00
04/25/23	Justin Kesselman	Work on comments to Plan and Disclosure statement.	1.00	660.00
Fee Total			4.50	\$3,310.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.70	860.00	1,462.00
Justin Kesselman	2.80	660.00	1,848.00
Timekeeper Summary Total	4.50		3,310.00

Current Fees \$3,310.00

Subtotal For This Matter \$3,310.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2234557

Page 11

May 31, 2023

Current Fees For All Matters

\$16,675.00

Total Amount Due This Invoice

\$16,675.00



Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2235975
Invoice Date 06/09/2023
Client Number 044409

For Professional Services Rendered Through: May 31, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00002	Case Management and Operating Reports	0.80	312.50
00005	Committee and Debtor Communications, Conference Calls and	2.20	1,452.00
00010	Claims Administration and Objections	0.20	58.00
00011	Miscellaneous Motions and Objections	0.10	66.00
00014	Fee Applications	2.40	1,038.00
00016	Disclosure Statement and Plan Matters and Solicitation	7.20	4,550.00
	Totals	12.90	7,476.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2235975

Page 2

June 09, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
Christian M. McBurney	0.80	970.00	776.00
Justin Kesselman	3.70	660.00	2,442.00
<u>Associate</u>			
James E. Britton	5.40	570.00	3,078.00
Blended Rate for Attorneys: \$635.96			
<u>Paralegal</u>			
Lisa A. Indelicato	2.70	405.00	1,093.50
Alyssa Fiorentino	0.30	290.00	87.00
Totals	12.90		7,476.50

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00002 Case Management and Operating Reports
 June 09, 2023

Invoice Number 2235975
 Page 3

For Professional Services Rendered Through: May 31, 2023

Re: Case Management and Operating Reports

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/03/23	Lisa A. Indelicato	Review docket and calendar critical dates.	0.20	81.00
05/12/23	Lisa A. Indelicato	Review docket and register J. Kesselman for hearing on May 16, 2023 and calendar.	0.30	121.50
05/15/23	Lisa A. Indelicato	Review docket and remove calendar 5/16 hearing from calendar (.1); internal discussions re same (.1).	0.20	81.00
05/31/23	Alyssa Fiorentino	Review and circulate upcoming dates/deadlines.	0.10	29.00
Fee Total			0.80	\$312.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Lisa A. Indelicato	0.70	405.00	283.50
Alyssa Fiorentino	0.10	290.00	29.00
Timekeeper Summary Total	0.80		312.50

Current Fees	\$312.50
Subtotal For This Matter	\$312.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 June 09, 2023

Invoice Number 2235975

Page 4

For Professional Services Rendered Through: May 31, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/08/23	Justin Kesselman	Email with debtor's counsel.	0.10	66.00
05/09/23	Justin Kesselman	Prepare for and have call with Debtors re trust/tax language (.8), follow up email to YCST re same (0,1)	0.90	594.00
05/15/23	Justin Kesselman	Attn to email from Cohn Reznick re liquidation analysis; attn to email re cancellation of hearing.,	0.20	132.00
05/20/23	Justin Kesselman	Emails re plan and trust agreement (0.2).	0.20	132.00
05/24/23	Justin Kesselman	Email to Committee (0.3); email to debtor's counsel (0.1)	0.40	264.00
05/26/23	Justin Kesselman	Emails with Debtor (.1) and Committee (0.1) professionals.	0.20	132.00
05/30/23	Justin Kesselman	Emails with Debtor's counsel; attn to extension motion.	0.20	132.00
Fee Total			2.20	\$1,452.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	2.20	660.00	1,452.00
Timekeeper Summary Total	2.20		1,452.00

Current Fees \$1,452.00

Subtotal For This Matter \$1,452.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00010 Claims Administration and Objections
 June 09, 2023

Invoice Number 2235975

Page 5

For Professional Services Rendered Through: May 31, 2023

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/31/23	Alyssa Fiorentino	Review of governmental claims.	0.20	58.00
		Fee Total	0.20	\$58.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Alyssa Fiorentino	0.20	290.00	58.00
Timekeeper Summary Total	0.20		58.00

Current Fees \$58.00

Subtotal For This Matter \$58.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2235975

00011 Miscellaneous Motions and Objections

Page 6

June 09, 2023

For Professional Services Rendered Through: May 31, 2023

Re: Miscellaneous Motions and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/12/23	Justin Kesselman	Attn to hearing status update.	0.10	66.00
		Fee Total	0.10	\$66.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	0.10	660.00	66.00
Timekeeper Summary Total	0.10		66.00

Current Fees \$66.00

Subtotal For This Matter \$66.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00014 Fee Applications
 June 09, 2023

Invoice Number 2235975
 Page 7

For Professional Services Rendered Through: May 31, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/09/23	James E. Britton	Review and analyze proposed omnibus order.	0.20	114.00
05/09/23	Lisa A. Indelicato	Follow up regarding status of April invoice.	0.10	40.50
05/10/23	James E. Britton	Correspondence RE: interim fee application and hearing.	0.20	114.00
05/26/23	Lisa A. Indelicato	Correspond with J. Britton regarding April fee application.	0.10	40.50
05/30/23	Lisa A. Indelicato	Draft fifth monthly fee application (1.5); discuss same with J Britton (.1); follow up regarding status of invoice (.1).	1.70	688.50
05/31/23	Lisa A. Indelicato	Internal discussions regarding April invoice.	0.10	40.50
Fee Total			2.40	\$1,038.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	0.40	570.00	228.00
Lisa A. Indelicato	2.00	405.00	810.00
Timekeeper Summary Total	2.40		1,038.00

Current Fees	\$1,038.00
Subtotal For This Matter	\$1,038.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00016 Disclosure Statement and Plan Matters and Solicitation
 June 09, 2023

Invoice Number 2235975
 Page 8

For Professional Services Rendered Through: May 31, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
05/09/23	Christian M. McBurney	Review of tax revisions to plan tax disclosure; email to J. Kesselman regarding same; Zoom meeting with client teams (including from Young Conaway) regarding tax disclosure.	0.80	776.00
05/09/23	Justin Kesselman	Conf. with C. McBurney re tax provisions in plan	0.30	198.00
05/24/23	James E. Britton	Review and analyze revisions to plan (0.4); review and revise trust agreement (1.8); correspondence RE: plan and liquidation trust agreement (0.2); review trust agreement comments (0.2).	2.60	1,482.00
05/24/23	Justin Kesselman	Attn to plan and trust provisions with Sacculo and Clancy.	0.30	198.00
05/25/23	Justin Kesselman	Attn to Trust agreement.	0.30	198.00
05/26/23	James E. Britton	Further review and revise LTA (1.5) and correspondence RE: same (0.2).	1.70	969.00
05/26/23	Justin Kesselman	Attn to trust agreement revisions.	0.50	330.00
05/28/23	James E. Britton	Review and analyze solicitation motion and proposed order.	0.50	285.00
05/30/23	James E. Britton	Correspondence RE: hearing scheduling.	0.20	114.00
Fee Total			7.20	\$4,550.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Christian M. McBurney	0.80	970.00	776.00
Justin Kesselman	1.40	660.00	924.00
James E. Britton	5.00	570.00	2,850.00
Timekeeper Summary Total	7.20		4,550.00

Current Fees \$4,550.00
Subtotal For This Matter \$4,550.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2235975

Page 9

June 09, 2023

Current Fees For All Matters

\$7,476.50

Total Amount Due This Invoice

\$7,476.50

EXHIBIT C**COMPENSATION BY TIMEKEEPER**
APRIL 1, 2023 THROUGH MAY 31, 2023

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Christian M. McBurney	Partner since 2015. Member of DC bar since 1988. Member of MD bar since 1996. Real Estate/Tax & Wealth Planning.	\$970	0.80	\$776.00
George P. Angelich	Partner since 2010. Member of PA bar since 2000. Member of DC bar since 2003. Member of NY bar since 2005. Bankruptcy & Financial Restructuring.	\$860	4.50	\$3,870.00
Justin A. Kesselman	Partner since 2022. Joined firm as an associate in 2013. Member of MA bar since 2013. Bankruptcy & Financial Restructuring.	\$660	8.30	\$5,478.00
James E. Britton	Joined firm as an associate in 2020. Member of the PA bar since 2018. Member of the MA bar since 2019. Bankruptcy & Financial Restructuring.	\$570	10.80	\$6,156.00
Lisa Indelicato	Bankruptcy Senior Paralegal Specialist	\$405	16.50	\$6,682.50
Alyssa Fiorentino	Paralegal. Bankruptcy and Financial Restructuring.	\$290	4.10	\$1,189.00
TOTAL			45.00	\$24,151.50

Blended Rate (Attorneys Only): \$667.21

EXHIBIT D**COMPENSATION BY PROJECT CATEGORY
APRIL 1, 2023 THROUGH MAY 31, 2023**

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	1.90	\$758.00
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	0.00	\$0.00
Committee and Debtor Communications (05)	4.70	\$3,197.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.70	\$602.00
Sale and Disposition of Assets (08)	0.90	\$674.00
Asset Analysis and Recovery (09)	0.00	\$0.00
Claims Administration and Objections (10)	0.20	\$58.00
Miscellaneous Motions and Objections (11)	0.10	\$66.00
Adversary Proceedings (12)	0.00	\$0.00
Professional Retention (13)	2.80	\$1,143.50
Fee Applications (14)	22.00	\$9,793.00
Cash Collateral and DIP Financing (15)	0.00	\$0.00
Disclosure Statement and Plan Matters (16)	11.70	\$7,860.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	0.00	\$0.00
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	0.00	\$0.00
Travel (29) ¹	0.00	\$0.00
TOTAL	45.00	\$24,151.50

¹ Time billed for non-working travel is reduced by 50% in accordance with the requirements of Local Rule 2016-2(d)(viii).